

# EXHIBIT H

# Online Forms

© Federated Department Stores

Do not print. Please do NOT include in the personnel file.

## ONLINE FORMS IDENTITY AND EEO INFORMATION

### Identity:

First Name:	<u>Yulie</u>	Last Name:	<u>Narez</u>
Middle Initial:	<u>A</u>	SSN:	<u>REDACTED -2688</u>
Maiden Name:	<u></u>		

### Address:

Address1:	<u>REDACTED</u>	Address2:	<u></u>
City:	<u>REDACTED</u>	State:	<u>REDACTED</u>
ZIP:	<u>REDACTED</u>	Home Phone:	<u>REDACTED</u>
E-Mail:	<u>REDACTED</u>		

### EEO Information:

Sex:	<u>Female</u>	Marital Status:	<u>Single</u>
Ethnic Group:	<u>Hispanic</u>		

## Electronic Signature

**SSN:** REDACTED-2688

**Name:** Yulie A Narez

**Division:** 71

**Location:** 71361

**Form Name:** Employee Information and EEO

**Date Completed:** 11/23/2013 6:39:09 PM

### eSignature Element String

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**This form does not require an eSignature**

**JOB OFFER CHECKLIST**

This document will be placed in your personnel file. Please verify that the Job Title, Work Location and Base Compensation Rate are correct before you click **Next**. If the information is not correct, exit Online Forms and notify the HR administrator.

<b>Name:</b> Yulie A Narez	<b>SSN:</b> 62
<b>Home Phone:</b> REDACTED	<b>E-Mail Address:</b> nar
<b>Requisition #</b> 12138256	<b>Work Location:</b> Mo
<b>Job Title:</b> Cosmetic Flex Associate	<b>Dept/Work Area:</b> On-
<b>Reports To Manager:</b> Arango, Gloria O	<b>Employee Type:</b> Hot
<b>Base Compensation Rate:</b> \$9.00	<b>Compensation Type:</b> Hot
<b>Commission Plan:</b> COSMETICS ON CALL	

## Electronic Signature

**SSN:** REDACTED-2688

**Name:** Yulie A Narez

**Division:** 71

**Location:** 71361

**Form Name:** Job Offer Checklist

**Date Completed:** 11/23/2013 06:39:57 PM

### eSignature Element String

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REDACTED 2688050893906

**You will receive the Macy's Associate Guide (MAG online) via in-site.**

Master copies of the eMAG (the textual policies contained in the MAG online) are available in your store manager's office and the CBT area. To print a copy of the eMAG, contact your HRM or AST, or utilize the print function on the eMAG section of the MAG online website.

## Electronic Signature

**SSN:** REDACTED-2688

**Name:** Yulie A Narez

**Division:** 71

**Location:** 71361

**Form Name:** Associate HandBook

**Date Completed:** 11/23/2013 06:40:20 PM

### eSignature Element String

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REDACTED 2688050893906



MACY'S, INC., A CORPORATION, AND ITS DIRECT AND INDIRECT WHOLLY-OWNED SUBSIDIARIES  
D/B/A  
MACY'S, MACY'S.COM, MACY'S CORPORATE SERVICES, MLO, MMG, AND MST  
7 WEST SEVENTH STREET  
CINCINNATI, OH 45202  
(800) 234-MACYS

WORKER'S COMPENSATION INFORMATION

MACY'S, INC.

CLAIMS ADMINISTRATOR: MACY'S, INC. WORKERS' COMPENSATION  
P.O. BOX 8012, REDONDO BEACH, CA 90277-8012  
888-455-1245 / 310-793-3400

Self-Insured (Labor Code 3700) and Certificate Number for Consent to Self-Insure: 0840

CALIFORNIA WAGE NOTICE AND ACKNOWLEDGMENT

ASSOCIATE NAME: Yulie A Narez  
ASSOCIATE ID NUMBER: 10593629  
DATE OF HIRE: 11/23/2013  
LOCATION NAME/#: Monterey Del Monte Center / 71361

☐ 1. Salaried Overtime Eligible Executive.

I will be paid on a weekly basis and my weekly salary will be \$ \_\_\_\_\_. My "regular hourly rate of pay" will be \$ \_\_\_\_\_ (weekly salary divided by 40 hours). My normal overtime rate of pay will equal my regular hourly rate of pay times 1.5, or \$ \_\_\_\_\_, to be paid for hours worked over 8 in a work day, hours worked over 40 in a work week, and the first 8 hours worked on the 7<sup>th</sup> consecutive day of work in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay times 2.0, or \$ \_\_\_\_\_, to be paid for hours worked over 12 in a work day and hours worked over 8 on the 7<sup>th</sup> consecutive day of work in a work week. Should I receive additional pay in the form of incentives or bonuses or other nondiscretionary payments for work performed in any particular work week(s), the calculation of my overtime rate of pay for the work week(s) will take into account any such incentives or bonuses or other nondiscretionary payments. My regular payday will be every Friday. If Friday is a holiday, the payday is the business day before.

☐ 2. Non-Commission Hourly Associate or Hourly Executive.

I will be paid on an hourly basis, my "training rate of pay" will be \$ \_\_\_\_\_, and my "regular hourly rate of pay" will be \$ \_\_\_\_\_, to be paid for hours worked up to 8 in a work day and hours worked up to 40 in a work week, unless my regular schedule is 4 days per week at 10 hours per day, in which case the rates set forth will be paid for hours worked up to 10 in a work day and hours worked up to 40 in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay times 1.5, or \$ \_\_\_\_\_, to be paid for hours worked over 8 in a work day, hours worked over 40 in a work week, and the first 8 hours worked on the 7<sup>th</sup> consecutive day of work in a work week, unless my regular schedule is 4 days per week at 10 hours per day, in which case the normal overtime rate set forth will be paid for hours worked over 10 in a work day and hours worked over 40 in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay times 2.0, or \$ \_\_\_\_\_, to be paid for hours worked over 12 in a work day and hours worked over 8 on the 7<sup>th</sup> consecutive day of work in a work week, unless my regular schedule is 4 days per week at 10 hours per day, in which case the normal overtime rate set forth will be paid for hours worked over 12 in a work day and hours worked over 8 on any work day beyond the scheduled 4 days of a work week. Should I receive additional pay in the form of incentives or bonuses or other nondiscretionary payments for work performed in any particular work week(s), the





calculation of my overtime rate of pay for the work week(s) will take into account any such incentives or bonuses or other nondiscretionary payments. My regular payday will be every Friday. If Friday is a holiday, the payday is the business day before.

☒ **3. Base + Commission Hourly Associate.**

I will be paid on an hourly basis and my "training rate of pay" will be \$ 8.00; otherwise I will be paid commissions at the rate(s) set forth in my Commission Agreement (attached). My "regular hourly rate of pay" will be \$ 9.00 per hour in base pay for each hour I work in a work week, plus all commissions paid in a work week, divided by the total number of hours I work in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay for the work week times 1.5, to be paid for hours worked over 8 in a work day, hours worked over 40 in a work week, and the first 8 hours worked on the 7<sup>th</sup> consecutive day of work in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay times 2.0, to be paid for hours worked over 12 in a work day and hours worked over 8 on the 7<sup>th</sup> consecutive day in a work week. Should I receive additional pay in the form of incentives or bonuses or other nondiscretionary payments for work performed in any particular work week(s), the calculation of my overtime rate of pay for the work week(s) will take into account any such incentives or bonuses or other nondiscretionary payments. My regular payday will be every Friday. If Friday is a holiday, the payday is the business day before.

☐ **4. Draw vs. Commission Hourly Associate.**

I will be paid on an hourly basis and my "training rate of pay" will be (training rate) \$ \_\_\_\_\_ per hour; otherwise, I will be paid commissions at the rate(s) set forth in my Commission Agreement (attached). I will receive a draw rate (advance on commissions) of (hourly rate) \$ \_\_\_\_\_ per hour worked (the "Draw"). Each work week, my Draw from the prior work week will be set off against my gross commissions calculated for the prior work week and I will be paid the net commissions that exceed the Draw I received. If my gross commissions do not cover my draw, a deficit based on the difference between my draw and my gross commissions per hour that exceed the minimum wage (\$ \_\_\_\_\_ per hour) will be recorded and carried forward, and future commission pay will be set off against my deficit. My normal overtime rate of pay will equal my "regular hourly rate of pay" (total pay: including Draw, commissions, bonuses, incentives and any other nondiscretionary payment(s) made for work performed, divided by total hours worked in a week) times 1.5, to be paid for hours worked over 8 in a work week, hours worked over 40 in a work week, and hours worked on the 7<sup>th</sup> consecutive work day in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay in a work week times 2.0, to be paid for hours worked over 12 in a work day and hours worked over 8 on the 7<sup>th</sup> consecutive work day of a work week. My regular payday will be every Friday. If Friday is a holiday, the payday is the business day before.

☐ **5. Tipped Associate: Food Service.**

I will be paid on an hourly basis and my "regular hourly rate of pay" will be \$ \_\_\_\_\_ for each hour I work, plus all reported tips, divided by the total number of hours I work in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay times 1.5, to be paid for any hours worked over 8 in a work day, hours worked over 40 in a work week, and hours worked on the 7<sup>th</sup> consecutive work day in a work week. My normal overtime rate of pay will equal my regular hourly rate of pay times 2.0, to be paid for hours worked over 12 in a work day and hours worked over 8 on the 7<sup>th</sup> consecutive work day in a work week. Should I receive additional pay in the form of incentives or bonuses or other nondiscretionary payments for work performed in any particular work week(s), the calculation of my overtime rate of pay for the work week(s) will take into account any such incentives or bonuses or other nondiscretionary payments. My regular payday will be every Friday. If Friday is a holiday, the payday is the business day before.

☐ **6. Salaried Exempt Executive.** Notice is not required.





☐ 8. Employees Covered by a Collective Bargaining Agreement. Notice is not required.

**PLEASE BE ADVISED:** Neither this document nor Macy's eMAG (or Guide) is intended to be a contract between Macy's and you. Macy's maintains a strict policy of at-will employment and reserves the right to change the terms and conditions of the employment relationship or to terminate the relationship at will at any time, with or without cause or prior notice.

If notice is required, I acknowledge that I have received this Wage Notice and that it identifies, among other information, my rate or rates of pay and basis thereof (e.g., whether paid by the hour, salary, commission, or otherwise), including any rates for overtime, and regular payday, as set forth in the applicable section above.

Date \_\_\_\_\_

The employee's signature on this Notice merely constitutes acknowledgement of receipt. In accordance with an employer's general recordkeeping requirements under the law, it is the employer's obligation to ensure that the employment and wage-related information provided on this Notice is accurate and complete. Furthermore, the employee's signature acknowledging receipt of this Notice does not constitute a voluntary written agreement as required under the law between the employer and the employee in order to credit any meals or lodging against the minimum wage. Any such voluntary written agreement must be evidenced by a separate document.

## Electronic Signature

**SSN:** REDACTED-2688  
**Name:** Yulie A Narez  
**Division:** 71  
**Location:** 71361  
**Form Name:** California Wage Notice and Acknowledgement  
**Date Completed:** 11/23/2013 06:41:19 PM

### eSignature Element String

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REDACTED2688050893906



# Code of Conduct

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macy's inc



## Table of Contents

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About This Code .....	4
Being Respectful... Our Workplace.....	8
Diversity and Equal Opportunity .....	8
Treatment of Co-Workers.....	8
Health and Safety .....	9
Lawful Employment Practices.....	10
Being Loyal... Conflicts of Interest.....	11
Certain Relationships.....	11
Gifts and Entertaining .....	12
Fraternization .....	14
Other Employment .....	14
Being Honest... Company Assets and Information.....	15
Confidential Information.....	15
Insider Trading.....	16
Information Disclosure and External Communications .....	16
Use and Protection of Personal Data .....	17
Business or Financial Opportunities .....	18
Protection and Use of Company Assets .....	18
Accuracy and Protection of Company Records.....	19
Being Responsible... Legal Compliance and Social Responsibilities .....	20
Antitrust.....	20
Intellectual Property .....	21
Advertising.....	22
Product Integrity and Purchasing Practices.....	22
Government Investigations and Contacts.....	23
Environmental and Social Responsibilities .....	23
Company Policies .....	25
EEO & Anti-Harassment Policy .....	25
Employee Rights and Responsibilities Under the Family and Medical Leave Act .....	27
Vendor-Paid Trip Policy .....	29
Policy Regarding Confidentiality and Acceptable Use of Company Systems.....	30
Associate Data Security Policy.....	37
Antitrust Guidelines .....	39
Retail Advertising Guidelines .....	51
Product Safety Policy and Procedure.....	67



## About This Code

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### Who is governed by this Code?

This Code applies to all Macy's and Bloomingdale's associates, whether working in stores, central offices, support organizations or elsewhere. When this Code refers to the 'Company,' it means the group of entities where all such associates work. ALL associates at ALL levels, referred to here as "we" or "us", are governed by this Code.

### What are our responsibilities as associates?

Each of us should:

- follow all Company policies, including those discussed in this Code and in other materials distributed by the Company, such as associate handbooks and accounting policies,
- know that it is a fundamental principle of Company policy that each of us seek to understand and comply with all laws that relate to our jobs,
- raise concerns, ask questions when in doubt or report suspected violations of Company policies, and
- make the necessary disclosures of any personal conflict of interest as described later in this Code.

### Do supervisors have additional responsibilities?

Associates who are supervisors are responsible for creating a culture in which all associates understand the Company's commitment to conducting business legally and ethically, and follow the Company's policies, including those in this Code. Above all, those of us who are in leadership positions must lead by example and create an open environment in which associates feel comfortable raising concerns without fear of retaliation.

### Does this Code explain all of the standards and policies we need to know?

This Code is a starting point and provides general guidance. In addition, throughout this Code there are references to other Company policies. We have been provided access to such policies in this Code, as well as guidance on who **must READ, UNDERSTAND AND FOLLOW**.

Although compliance with all applicable laws is a fundamental requirement of our Company's policy, in certain instances, Company policy goes above and beyond the requirements of applicable law. This Code cannot and does not address every standard and policy we must follow, nor does it guide us through every situation or dilemma that we may face while performing our jobs. There are, however, additional resources that give specific guidance, which we may obtain from our supervisor, an HR representative or the Law Department.

As a rule of thumb, when acting on behalf of our Company, associates must ask themselves the following:

Is it legal?

Even if it is legal, does it comply with Company policies?

Even if it is legal and consistent with Company policies, is it the **RIGHT THING TO DO**?

Would it reflect well on our Company if it appears in tomorrow's newspaper?

If the answer to any of the above questions is "No," or if our good judgment or this Code and the other Company policies do not provide an answer, we must promptly seek help through one of the many channels discussed below.

**Is it really necessary to raise concerns?**

Yes, it is absolutely critical to do so. By raising your voice, you help protect our Company, our co-workers, our Company's customers and other stakeholders. The Company is counting on each one of us to preserve and protect its image and reputation. A vital way you can do this is by expressing your concern if and when you suspect in good faith that a Company policy has been violated.

- **Raise concerns early.** If you wait, it may get worse.
- **You can report anonymously.** However, if you identify yourself, the Company may be able to follow up with you and provide feedback. If you choose to report anonymously, please give enough details so the Company can investigate fully and accurately.
- **Confidentiality is respected to the maximum possible extent.** If you provide your name, your identity and report will be shared only as needed to look into and address the concern, or if required by law.
- **Retaliation is not tolerated.** Our Company absolutely prohibits retaliation against anyone who raises his or her **voice of integrity** to report a potential violation that he or she reasonably believes has occurred or is likely to occur. Retaliation is grounds for discipline up to and including dismissal. If you believe you have been subjected to retaliation, report it promptly to your HR representative, the Office of Solutions InSTORE or through the **ComplianceConnections**. (ComplianceConnections are telephone and on-line facilities we may use for this purpose. Details regarding ComplianceConnections are provided further below.)

**If I report a possible violation, will I get in trouble if my concern turns out to be wrong?**

No. You will not be punished or disciplined if you report a violation you believe has occurred or will occur. In fact, as Company employees, we all have a duty to report suspected violations of Company policy. We must, of course, have a reason for suspecting that a violation has occurred or will occur.

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Q: I ran into a senior member of my department, Sandy, in the store the other day. She introduced me to her sister who told me that she was very excited because Sandy was using her discount to buy a lot of china for her and that because of Sandy's discount she was getting a lot more pieces than she would otherwise. I thought that Company policy prohibits associates from using their discount for others?

A: Yes, it is a violation of Company policy for associates to use their discount to make a purchase for another person and get reimbursed for the cost of the purchase. Although it is okay to use our discount to buy gifts for family and friends, it is not okay to do so if we receive payment for the cost of such gifts. If you believe a policy has been violated, you should discuss your concern with your supervisor or report what you have observed, since you've seen enough to suggest that there may be a problem.

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Q: OK, I reported the situation above. It turned out that Sandy's sister is getting married and that Sandy was purchasing china from her sister's registry as a wedding gift. Am I going to get in trouble because it turned out to be nothing?

A: No. You did the right thing by raising a genuine concern. If anything happens that you feel could be retaliation, report that immediately.

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**Is it okay to not raise concerns when I am uncomfortable doing so?**

No, it is not okay. Integrity Always means doing the right thing, even when it makes us uncomfortable. By doing or saying nothing about actions we honestly believe are in violation of any Company policy, we are violating this Code and are subject to disciplinary action.



**How should I raise a concern?**

Our Company tries hard to foster an environment of open and honest communications. Our Company's "open door" policy gives associates many options.

- Your supervisor – usually a good place to start.
- Your supervisor's supervisor.
- Your store manager or the head of your Department or location.
- Your HR Department.
- The Office of Solutions InSTORE
- The Law Department.
- ComplianceConnections.

Most issues can be resolved by direct conversations between the people involved. However, if an associate is unsure of where to go for answers, uncomfortable raising issues with individuals within the Company, or wishes to report a potential violation of Company policy anonymously, he or she may raise the concern by using one of the ComplianceConnections.

One of the ComplianceConnections is a toll-free telephone line that is answered by an operator, 24 hours a day / 7 days a week. The other is an on-line facility. To access Compliance Connections, call 1-800-763-7290 or visit [www.macyscomplianceconnections.com](http://www.macyscomplianceconnections.com). These contact details are the same as for the Office of Compliance Associate Hotline that we have had for nearly a decade to ask questions and report misconduct. The difference is that ComplianceConnections is operated by an independent third party, which is not a part of the Company.

**What happens when I raise a concern via ComplianceConnections?**

If an associate accesses ComplianceConnections by telephone, a live operator from our third party service provider will answer questions or will give guidance on how to obtain answers or will check with the right sources within the Company to get the associate's questions answered. This service is available 24 hours a day / 7 days a week.

If an associate calls to report suspected misconduct, the operator will guide the associate through the process and create a report with the details provided. The operator will promptly forward the report to the right sources within the Company for follow-up.

If an associate accesses ComplianceConnections online, via the web, to ask questions or report suspected misconduct the Company's third party service provider will promptly forward the web communication to the right Company sources for follow up.

In each case, the reporting associate will be told how feedback will be provided on the associate's questions or concerns. In some situations, however, because of the nature of the inquiry, the Company or ComplianceConnections may not be able to provide feedback on the investigation.

The Company will investigate concerns about compliance with Company policies as follows:

- The issue will be assigned for investigation to associates who are skilled and objective.
- The investigators will gather information and determine facts. The investigation will be prompt and thorough, and confidentiality will be maintained to the maximum extent possible.
- The investigators may recommend corrective action, if necessary, to appropriate managers for implementation.
- Where appropriate, the associate raising the concern will receive feedback on the outcome.

**Can I request a waiver of any requirement of the Code?**

Yes, we may request a waiver as described below.

- With respect to associates other than the Company's executive officers, any request for a waiver of the Code's requirements must be submitted to, and to be effective must be approved by, the Company's General Counsel.
- With respect to the Company's executive officers, any request for a waiver of the Code's requirements must be submitted to, and to be effective must be approved by, a majority of the disinterested members of the Company's Board of Directors. All such approved waivers of the requirements of this Code will be promptly disclosed to the Company's stockholders.



## Being Respectful... Our Workplace

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One of the most valuable assets our Company has is its workforce. Our Company's values – "You Count" and "Teams Win" – are the drivers of our Company's goal to provide a work environment that is inclusive, respectful, safe and healthy – one that fosters wellbeing, energy and creativity. Each one of us is responsible for ensuring that our actions and words help to build and maintain such an environment.

### Diversity and Equal Opportunity

#### What To Know

Our Company embraces diversity and wants its workforce to be as diverse, inclusive and multifaceted as our customer base. Our Company's goal is to offer all individuals equal opportunities within our Company.

#### What To Do

We must not discriminate against any person on the basis of race, ethnicity, age, religion, gender, sexual orientation, gender identity, national origin, physical or mental disability, genetic information, military status, marital status, medical condition or any other attribute that doesn't relate to the person's job.

Our Company's commitment to diversity and equal opportunity applies to all aspects of our employment – this includes recruitment, hiring, placement, promotion, transfer, compensation, training, recreational and social programs and the use of Company facilities.

We must, however, bear in mind that it is not harassment or discrimination for a supervisor to enforce job performance and standards of conduct equally without regard to any protected characteristics.

If we believe that discrimination has occurred, whether against us or against a co-worker, we must raise our concerns.

All associates must use this link to access, read and understand our Company's EEO & Anti-Harassment Policy.

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Q: I consider myself a minority associate. My supervisor has passed me over several times for a promotion. He gave the position each time to associates who I believe are lesser-qualified, non-minority employees, whom I am then asked to train. I think this is discriminatory. What can I do?

A: Ask your supervisor why he/she hasn't selected you. If, however, you are uncomfortable discussing this with your supervisor, or do not get a satisfactory answer, discuss it with your HR representative, Solutions InSTORE, or raise your concern through ComplianceConnections.

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### Treatment of Co-workers

#### What To Know

We will treat our co-workers as we would like them to treat us – with respect and dignity. There is zero tolerance for harassment of any kind – whether verbal, written, physical or sexual – or any form of workplace violence.

#### What To Do

We need to be sensitive and alert to the fact that harassment may take many forms. Sometimes conduct that is not intended to harass may be perceived as harassment by another person. We must avoid all such conduct.

Examples include:

- Making offensive or unwelcome remarks, jokes or gestures,
- Making unwelcome sexual advances, requesting sexual favors, making unwanted physical contact or comments, or distributing or displaying sexually explicit, racist or derogatory materials,

- Abusing physically or verbally, threatening, taunting or leering,
- Treating certain associates or customers differently because of race, religion, sex or other characteristic protected by law.

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Q: I am a female employee. A male co-worker frequently makes personal comments about my appearance that make me uncomfortable. I've asked him to stop, but he won't. What can I do about it?

A: You should report this to your supervisor, your HR manager, Solutions InSTORE, or through ComplianceConnections.

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## Health and Safety

### What To Know

Our Company strives to create workplaces that are safe, healthy and secure.

### What To Do

It is not possible to eliminate every hazard in the workplace, just as it is not possible to prevent all accidents in the safest of homes. That said, we must do our best to avoid them by not creating hazardous conditions, monitoring our workplaces continually, and correcting or eliminating unsafe conditions, if they exist.

Similarly, we must guard against violence in the workplace. We must not tolerate acts or threats of physical violence, including the unauthorized possession of a weapon in a Company workplace. Each of us is responsible for reporting any violence or unsafe conditions that we may observe. And we must always take appropriate and prudent steps to protect our own health and safety.

We also need to maintain a healthy and secure work environment. This means that associates must not possess, consume, sell, purchase or distribute drugs or have open containers of alcohol in our workplaces, or engage in Company business (whether or not in a Company workplace), report to work or operate any Company equipment or vehicle while under the influence of drugs or alcohol. Alcohol may be served at Company-sponsored events, which is the only exception. Associates may take drugs that are prescribed by a licensed physician or are available over the counter. However, if a physician has prescribed medication that requires any accommodation or influences an associate's ability to perform his or her job duties, the manager or HR representative should be notified to discuss reasonable accommodations that are necessary.

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Q: I have been asked to skip a routine inspection of a store's escalators, and instead help store management get the store ready for a major sales event. We rarely find a problem when we do this inspection, but it still does not seem right to skip it. I suggested rescheduling the inspection a few days later after the sale, but they want to skip it entirely.

A: Store management is not authorized to cut corners on safety matters. Immediately contact your supervisor, HR department or report this through ComplianceConnections.

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## Lawful Employment Practices

### What To Know

Our Company is committed to complying with all laws regulating employment practices, including pay rates, overtime, meal periods, rest breaks, occupational health and safety, and leaves of absence.

### What To Do

We must strive to properly categorize all associates as overtime exempt or non-exempt, and as employee or independent contractor, under employment and tax laws.

Those of us who record time worked, or manage associates who record time, or otherwise have access to time records must make sure that time records accurately reflect all time periods worked. We must not work or permit others to work off the clock. For example, we must not

- fail to record work performed at home,
- delete or conceal hours worked, including overtime hours, or move hours from one day to another to eliminate overtime,
- revise a correctly entered time record, or
- fail to take the required rest and meal breaks, or permit or require others to do so.

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Q: I'm an hourly associate, I've been busy lately, but my supervisor does not want me to work more than 40 hours each week. To get my work done, I've been working for a half hour after I clock out each evening. Since this benefits the Company, have I done something wrong?

A: Yes. It is never OK for you to work off the clock. You must record accurately all time periods worked. Not doing so is a violation of Company policy. If you feel that you are not able to complete your work in 40 hours, please discuss your concerns with your supervisor or with your HR manager. As always, you can also bring your concerns to the Company through Solutions InSTORE or ComplianceConnections.

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We must also ensure that our Company is in compliance with all laws governing employees with disability and employee leaves of absence, including the Family Medical Leave Act.

All associates must use this link to access, read and understand the form titled "Employee Rights and Responsibilities under the Family and Medical Leave Act."

## Being Loyal... Conflicts of Interest

A conflict of interest exists when a personal interest or activity interferes – or appears to interfere – with the duties we perform for or owe to our Company. We owe it to our fellow associates, shareholders and other stakeholders to ensure that no activity of ours at work or home harms our Company's reputation or interests.

All business decisions should be made solely in the Company's best interest, and not for any personal gain. Similarly, when conducting our personal affairs and ourselves, we must avoid actions or situations that create, may create or reasonably appear to create, conflicts with the Company's interests.

Here are some common ways conflicts of interests could arise.

### Certain Relationships

#### What To Know

A conflict of interest may arise if an associate or his or her family member (such as spouse, children, parents or siblings) has a relationship with a business partner or competitor of the Company.

- By "business partner" we mean anyone who does or seeks to do business with the Company. Examples are a supplier or purchaser of goods, services, equipment or real estate.
- By "competitors" we mean anyone in our geographic markets who sells merchandise that is the same as or similar to the merchandise we sell.

Examples of "relationships" that could present a conflict are below.

If one of us or someone in our family

- (i) has a substantial amount of stock or other interest in a business partner or competitor,
- (ii) accepts an offer by a business partner or competitor to buy stock on terms not generally available to the public, or
- (iii) is an officer, director, employee, or consultant of or has some significant relationship with a business partner or competitor. A significant relationship includes marriage, domestic partners, dating relationships, or family (such as sibling, parents, child).

#### What To Do

Not all relationships present a conflict of interest.

- **The questions we must ask ourselves are:**  
Could the relationship cause me to make or influence a decision that is not in the best interest of the Company? Or, could it look to others as if the relationship is influencing me?
- **Some investments are always wrong.** We must never personally invest in a business partner if we have any involvement in selecting or negotiating with the business partner or if we supervise anyone who has such responsibility.
- **We should carefully weigh a potential new relationship before entering into it.** Seek guidance and permission from our HR representative, who may consult with the Law Department.
- **We should disclose to the Company (either when providing the annual sign off on the Code or promptly to our HR representative after becoming aware of a conflict) all relationships we know about** after reviewing any such relationship we may already have and checking with our immediate family members about relationships they may have.



Q: We need to hire a cleaning service for some stores. We could save our Company a lot of time and effort by hiring my brother's cleaning firm. They would also be the right choice because I would have control over them and they can be trusted to do the job right. And, they'll give us a special price. May I hire his Company?

A: No. Hiring a firm run by a family member is not a sound business practice and it violates our policies. It creates a conflict of interest between your desire to help your brother and your duty to select the most competitive supplier for our Company. Even if you have nothing but our Company's interests at heart, it may appear to others that you are being influenced by your relationship with your brother. However, if you make a full disclosure to your supervisor, HR representative and Law Department, and you remove yourself from the selection process (and no one who reports to you is involved), in certain situations the Company may permit your brother's firm to compete for the work with other bidders.

Q: A vendor of the Company that I do not directly work with is offering its stock for sale to the public. A friend of mine there tells me that the vendor has reserved shares to offer to its customers and business partners. He has offered me an opportunity to participate on this "favored" basis. May I buy some of the offered shares?

A: No. Accepting an offer to purchase a business partner's stock on terms that are not available to the general public violates our policy and must be avoided even if you are not directly involved in our Company's transactions with that vendor.

## Gifts and Entertainment

### What To Know

The Company does business on the basis of sound business judgment and seeks to treat all of its business partners fairly. Accepting a gift from or giving a gift to any business partner or competitor could create the expectation that they will be treated more favorably than others. We could also appear to be unfair and dishonest in our dealings.

Gifts or gratuities could take many forms – cash, loans or non-cash gifts, such as gift certificates, discounts, gratuities, services, transportation, use of vehicles or vacation facilities, participation in stock offerings, tickets to sporting events or invitations to meals or events. The potential list is endless.

### What To Do

Certain gifts and entertainment are permissible, while others are not. When receiving or offering gifts or entertainment, we must follow the Company's guidelines strictly and seek help when we are unsure.

Usually OK

**Nominal Gifts** – Gifts that are of "nominal" value and are common courtesies in our business, unless they fall in the "Always Wrong" category below, are usually okay to receive or give. Associates may give gifts, such as gift baskets, of nominal value and may also receive such gifts so long as they are shared with co-workers. Occasional invitations to ordinary sports or cultural events and token gifts like pens, mugs and calendars, in each case with a combined retail value of \$100.00 or less, are considered nominal in value and may be received and may also be given if we have corporate authority to incur such expenses. As long as these types of gifts do not total more than \$100.00 from or to a single source in a calendar year, they do not require disclosure or approval.

**Participation in Social Events with Business Partner** – There is one exception to the \$100 limit on gifts. We may participate in events in which we are interacting with business partners or vendors. Follow these simple guidelines:

- We may accept an invitation from a business partner to a sporting, cultural, overnight outing or other event ("Social Event") in which the business partner also is participating, provided that the face value of the cost for our participation (where it can be reasonably determined or estimated) does not exceed \$250.00.
- This exception to the \$100 per associate per vendor per year rule for gifts and entertainment applies only in those circumstances where the business partner is personally participating in the Social Event. Otherwise, the \$100 rule applies.
- If there is uncertainty with regard to the dollar "value" of a Social Event, the associate should contact the Office of the General Counsel for guidance.
- We may not accept invitations to multiple Social Events from a single business partner if the aggregate face value of all invitations is more than \$250.00 in a calendar year, unless we obtain advance written clearance (electronically



or otherwise) from the Office of the General Counsel. Clearance will be based on, among other factors, the business development value of the Social Event(s).

- Unless clearance is obtained as provided above, an associate must (i) pay the business partner for the excess over \$250.00 of the aggregate face value of the cost of Social Events in which the associate has participated at the invitation of a single vendor in any single calendar year; and (ii) disclose all such payments in the annual Code of Conduct acknowledgement.

**Meals** – We may participate as the guest or host in occasional meals with our business partners if:

- It is a common business courtesy in our industry,
- It is not too frequent or excessive in value, and
- There is mutuality in the “give and take” such that we and our business partners have a chance to both treat and be treated.

If we include business partners in meals that we host, the expense should be classified as “Entertainment” in our reimbursement requests.

**Vendor Paid Trips** – We may accept invitations to vendor sponsored events or meetings only in compliance with our Company’s Vendor Paid Trip Policy.

Associates who have been or are likely to be invited to participate in events or trips that are fully or partially paid for by current or potential vendors or business partners, including all associates in buying organizations, must use this link to access, read and understand our Company’s Vendor-Paid Trip Policy.

**Contributions to Charitable Causes** – We may seek contributions from our business partners to charitable causes ONLY in compliance with our Company’s policy on soliciting contributions from business partners for charitable causes. This policy may be obtained from the Law Department.

#### Always Wrong

Some types of gifts and entertainment are **NEVER** permissible and no one can approve them. We may **NEVER**:

- Accept or give any gift or entertainment that is or could be illegal.
- Accept or give a gift of cash or cash equivalent (such as a check, money order or a gift certificate that is convertible to cash), loans, stock or stock options.
- Participate in any entertainment that is inappropriate, sexually oriented or otherwise violates our policy of mutual respect.
- Participate in any activity or accept or give any gift that you know would cause the person giving or accepting the gift or entertainment to violate his or her own employer’s policies.

#### Always Ask

It may not always be clear to us whether certain gifts and entertainment are permissible. In such situations we must not proceed without obtaining the written approval of our HR representative who will consult with the Law Department.

When approval is requested, members of the Law Department will consider the following:

- whether the gift or entertainment would be likely to influence your objectivity,
- whether there is a valid business reason to attend the event,
- whether we would be setting a precedent by accepting or giving the gift or attending the event, and
- whether it could reasonably create a negative impression in the minds of our co-workers or outsiders.

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**Q:** The sales representative for a business partner has offered me tickets to a baseball game. Can I accept them?

**A:** Possibly. If the sales representative is inviting you to attend the game with him/her, this may constitute a business function and may be appropriate. If the face value of the ticket is unclear or is above \$250.00, follow the guidelines provided above for attending Social Events with a business partner. If the sales representative is not attending the game, then the tickets would be considered a gift and must meet our standards for accepting gifts of “nominal” value.

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## Fraternization

### What To Know

While all of us have the right to associate freely and pursue personal relationships with our colleagues, a romantic, intimate, financial or family relationship in the workplace may create an uncomfortable work environment for others. It may also create – or appear to create – a conflict of interest if we have such a relationship with a subordinate or a supervisor.

### What To Do

Associates in such relationships must use tact and good judgment. If the relationship is with a direct or indirect subordinate or supervisor, or with an employee, officer, owner, or director of a current or potential business partner, we must promptly tell our supervisor or HR representative, who will consult with the Law Department to determine if some action is needed.

## Other Employment

### What To Know

A conflict of interest exists if an associate works for or receives compensation for services from any competitor or current or potential business partner of the Company.

### What To Do

An associate must not provide any services for a competitor or business partner for which he or she is paid either in cash or indirectly. ("Indirectly" includes a promise of future employment or other personal or family benefit). In addition, associates may not serve on the board or as an officer of another for-profit company, even if it is not a competitor or business partner, without the approval of the General Counsel of the Company.

All of us are encouraged to serve as a director, trustee or officer of non-profit companies in our individual capacities, but we must obtain the approval of our HR department before doing so as a representative of the Company.

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Q: I need to make some extra money and I want to get a second job. Is this okay?

A: This may create a conflict of interest if your second job is with a competitor or business partner of our Company, or if it adversely affects your job performance. You should discuss any potential employment with your supervisor or your HR representative.

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## Being Honest... Company Assets and Information

Our Company's assets must be used, purchased or disposed of only for the Company's benefit. We are all obligated to protect the assets of the Company and use them appropriately.

In addition to merchandise, equipment, furnishings and other property, our Company's assets include Company information, the personal information of the Company's employees and customers, any work product we may develop in the course of our employment, and any business or financial opportunity that the Company could avail itself of.

### Confidential Information

#### What To Know

Confidential information about our Company, its business, associates, customers and business partners should be protected. It can be used only to pursue the Company's business interests or to comply with the Company's legal or other obligations.

What is this confidential information? It could be business or marketing plans, pricing strategies, financial performance before public disclosure, pending negotiations with business partners, information about employees, documents that show social security numbers or credit card numbers – in short, any information, which if known outside the Company could harm the Company or its business partners, customers or employees or allow someone to benefit from having this information before it is publicly known.

Just as our Company requires that its own confidential information be protected, our Company also requires that the confidential and proprietary information of others be respected.

#### What To Do

In performing our duties, we as associates may have access to confidential information relating to our Company, its business, customers, business partners or our co-workers.

We are all trusted to maintain the confidentiality of such information and to ensure that the confidential information, whether verbal, written or electronic, is not disclosed except as specifically authorized. Additionally, it must be used only for the legitimate business of the Company.

Here are some simple rules to follow.

Confidential information should:

- Be stored in locked file cabinets or drawers and not be left where others can see it,
- Be clearly marked as confidential whenever possible,
- Be shared only with those who need to see it for Company business purposes,
- Not be sent to unattended fax machines or printers,
- Not be discussed where others may hear,
- Be shredded when no longer needed.

Always respect the confidentiality of the information of third parties. We must not use or disclose any of it except as authorized under a written agreement approved by our Law Department.

All associates must use this link to access, read and understand our Policy Regarding Confidentiality and Acceptable Use of Company Systems.



## Insider Trading

### What To Know

As associates, we may from time to time become aware of “material inside information.” Associates must take care to avoid using “material inside information” for their own gain or to enable others to gain from it.

“Material inside information” generally means significant and confidential information about the Company’s business (which may include information relating to its business partners) that has not been disclosed to the public.

Examples of material inside information include information not yet announced to the public relating to earnings and financial performance information, business deals or plans, a change in the dividend, a stock split, a merger or acquisition, disposition or consolidation, changes in directors or senior executive officers and changes in control. Information is considered to be “inside” or “nonpublic” information unless it has been fully disclosed to the public, such as, for example, through public filings with the SEC or issuance of Company press releases.

### What To Do

We may not buy or sell (including through the exercise of stock options) any stock or other security (such as warrants, debentures, puts or calls), whether of the Company or another entity, on the basis of material inside information. Nor may we disclose such information improperly, either intentionally or inadvertently, whether during business hours or in informal, after-hours discussions.

Trading in Company stock (or in the stock of any other company) on the basis of material inside information could result in civil and criminal charges against the person executing the trade and/or the person who provided the information to the person who traded. In addition, it would subject the Company to embarrassment and potential liability.

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Q: My wife told our neighbor that I was working late on an important acquisition. A week later we announced the purchase of a major business and our Company’s stock price rose substantially. I learned later that my neighbor bought our Company stock before the public disclosure of the acquisition. I never had any conversation with this neighbor directly. Have I violated our Company policy?

A: Yes. By telling your wife, who then told your neighbor, about the nature of the assignment you were working on, you indirectly tipped your neighbor. Our Company takes a very serious view of such violation. So do the federal and state authorities. You should discuss the situation with the Law Department promptly.

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## Information Disclosure and External Communications

### What To Know

Securities laws and stock exchange regulations regulate when, how and to whom our Company should disclose material inside information.

In order to comply with these regulations, our Company has strict guidelines for the release of material inside information to the public. Additionally, only a few associates are specially authorized to discuss any Company information with the media or the investment community.

### What To Do

We must follow all Company policies governing the public disclosure of material information about the Company. Further, we must not

- discuss our Company or its affairs with the media, investors, financial or industry analysts, outside consultants, on Internet chat pages or in public forums, or
- use Company information in presentations to external audiences, such as college groups and industry conferences,

without obtaining specific approval from our Corporate Communications Department, Investor Relations Department or the Law Department.

## Use and Protection of Personal Data

### What To Know

The Company has certain personal data of its present and former associates, customers and vendors. It respects the privacy of this personal data and is committed to handling this data responsibly and using it only as authorized for legitimate business purposes.

What is considered personal data? It is information such as names, home and office contact information, social security numbers, driver's license numbers, account numbers and other similar data.

### What To Do

We have a strict obligation to use such personal data in a manner that:

- respects the privacy of our co-workers and our Company's customers and vendors,
- complies with all applicable laws and regulations, and Company policies,
- upholds any confidentiality or privacy obligations of the Company in its contracts.

In addition, we must follow all policies and measures adopted by the Company for the protection of such data from unauthorized use, disclosure or access. If any of us becomes aware of any instance of data being accessed or being used in an unauthorized manner, we must report it immediately to our technical support service (TSS) representative or the Law Department.

All associates must use this link to access, read and understand our Company's Associate Data Security Policy.

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Q: I am a RTW buyer. My vendor rep asked me for information about our customers and further asked if the vendor could put out forms in our stores asking customers to join the vendor's email list. Is this OK?

A: No. We generally don't share customer information with our vendors or let them collect customer information themselves in our stores. If you get such a request, inform your DMM or GMM, who will contact the Law Department for guidance.

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Q: I am the manager of the men's wear department in a high volume store in New York. One of my successful sales associates asked if he could keep in his clientele book the contact and account information for certain clients who rely on him to ring up merchandise for them because they are too busy to come into the store. I am concerned that if I do not permit the associate to do this, we will lose valuable sales.

A: The Company recognizes the value of such client relations and customer service. However, the Company has strict guidelines on the protection and use of customer information. Our Company has provided both tools and guidance to our sales associates to help them to continue providing excellent service to their customers, while at the same time protecting their customers' personal information. You must immediately consult the policies that govern you and your associates and seek help from the Law Department to understand what is permissible and what is not.

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## Business or Financial Opportunities

### What To Know

We as associates may discover during our employment a business opportunity that the Company may be interested in. All such opportunities belong to our Company and may not be diverted away for personal gain.

### What To Do

If we know or could reasonably anticipate that the Company would have an interest in pursuing a business or financial opportunity we should not try to take advantage of that opportunity for ourselves or divert it to any other party.

## Protection and Use of Company Assets

### What To Know

Company assets belong to the Company. We must protect them and use them only for Company business.

Associates must not use merchandise, intellectual property, data, supplies, samples, software, equipment, fixtures and other assets of the Company for personal benefit.

Company computers, for example, are intended for Company business use. Only limited personal use is allowed. An associate's use of Company equipment, Internet access or email or voice mail systems is not private. The Company reserves the right to monitor our use, consistent with applicable laws.

Theft, fraud, carelessness and waste of Company assets directly affect our reputation and profitability.

### What To Do

We should all protect our Company's assets by guarding against and reporting not only any suspicion we may have of theft or fraud, but also any waste or misuse we may observe.

We must not copy or inappropriately use software licensed to our Company, download unauthorized software onto our Company computers, or use our Company's trademarks or copyrights except as authorized by Company policy.

Similarly, we should not use Company assets, including merchandise, or funds for illegal, unethical or otherwise improper purposes. For example, we must not seek to advance the Company's business with any governmental authority by means of bribes or payments to any third party.

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Q: Is it okay to take home samples or defective merchandise?

A: No. It is not ok, unless it is purchased in a Company-sponsored sample sale.

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Q: I sometimes email my spouse to make personal plans, such as who will take the kids to their after-school activities. Am I allowed to use the Company's computer for this?

A: Yes, as long as personal use is reasonable and does not interfere with your work.

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Q: I helped a co-worker duplicate a software application for the business he runs from his home. Did we violate Company policy?

A: Yes, you both violated Company policy by misusing a Company asset. In addition, the copying may have violated the terms of the license agreement under which the Company acquired the software. This creates potential liability for the Company under the license agreement as well as under federal copyright laws. And, you too can be personally liable under applicable laws.

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## Accuracy and Protection of Company Records

### What To Know

Our Company's books and records must be clear and accurate, and must fairly reflect our Company's business transactions and assets. All our public disclosures must be full, fair, accurate, timely and understandable.

Accurate records are essential to conducting our business successfully. They are also the basis on which we make the required financial disclosures and other public statements about our business, financial condition and results of operations.

For these reasons, we maintain a comprehensive system of internal accounting practices and controls that is designed to help us meet our objective.

In addition, all Company records, in whatever format or media they exist, must be retained in accordance with the policies contained in the Company's Records Management Program.

### What To Do

All Company accounting policies and internal controls must be followed. Some of these internal controls govern who may sign contracts that bind our Company and who has authority to incur expenses on behalf of the Company and to what limits. We must follow these controls strictly.

Additionally, we all must cooperate fully with our internal and external auditors. We may not, directly or indirectly, take any action to coerce, mislead or fraudulently influence any accountant or auditor engaged in an audit or review of our Company's records or procedures.

### **There is no tolerance for any deviation from this policy**

If any of us becomes aware of any such wrongful behavior, or inaccurate recording or improper reporting of the Company's information, we should promptly report these matters to our immediate supervisor. If we believe in good faith that any such wrongful behavior, inaccurate recording or improper reporting is sanctioned by our immediate supervisor, it should be reported to a senior level manager, to your HR representative, to the Law Department, or through ComplianceConnections.

In addition, if we become aware that the procedures for collecting and reporting information have not been strictly followed, or are flawed, we should similarly report that fact, even if that failure has not resulted in any inaccurate public disclosure.

If any of us has questions about accounting, internal accounting controls or auditing matters, we may submit them to the Audit Committee of the Board (which you may do anonymously and confidentially) through a secure website, at <http://www.macysinc.com/corporategovernance>. The Audit Committee will consider and act upon any questions and concerns regarding accounting, internal accounting controls or auditing matters submitted to the Audit Committee.

All Company records must be retained for the periods specified in the policies contained in the Company's Records Management Program, which can be accessed on the Company's intranet site's homepage by typing "intramacysinc" on the address bar. If we are unable to access the document through the intranet, we may seek guidance from the Law Department.

Further, if we are told or otherwise become aware that certain records, whether in paper, electronic or other form, may be relevant to pending or anticipated legal action, they must not be destroyed without the approval of the Law Department.